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THE NEW YORK SHORT ACCOUNT NO. 1 0722000000320RAHOR

REFERENCE +

026704

137709A

AUTHORIZATION :

COST LIMIT : \$ 122,50

ORDER DATE : July 22, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 026704

CUSTOMER NO:

137709A

CUSTOMER: Gretchen Hollander, Legal Asst

GARDNER WILKES SHAHEEN &

CANDELORA Ste. 2650

401 E. Jackson St Tampa, FL 33602

DOMESTIC FILING

NAME:

BASSETT DIRECT PLUS OF

FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION _ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

800001900458

DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BASSETT DIRECT PLUS OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BASSETT DIRECT PLUS OF FLORIDA, INC.

The address of the principal office of this corporation shall be 5112 Adamo Drive, Tampa, Florida 33619 and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

John H. Godwin, III Dir.

5112 Adamo Drive Tampa, Florida 33619

Ronald G. Wolz Dir.

Same

or 11 11 23 PH 1: 23

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 22, 1996.

CORPORATION SERVICE COMPANY

By: Deliorah D. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and laving been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Delocat D. Skipper

It's Agent, Deborah D. Skipper

6000061016

ATTOHNEYS AT LAW

RIGHAND CANDELONA MERRITT A. GANDNER ANTHONY T. LEON MIGHABL A. PETCHS L. JOBEPH BHAHREN, JH. TED III TAMARGO KKVIN J. WILCOX HIGHARD II. WILKER

BOBO BUNTHUBT PINANGIAL GENTHE 401 KABT JACHBON BTHEET TAMPA, PLUMBA SSOOR

TELEPHONE (#13) HAI-8000 TELEPAX (BIS) REP-1897

MAILING ADDRESS POUT OFFICE HOX (B)O TAMPA, FLORIDA SSECIALEIO

August 7, 1996

100001516121 -08/09/96--01061--006 *****35.00 *****35.00

Corporate Records Bureau Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Bassett Direct Plus of Florida, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of a Change of Registered Agent and Registered Office and a corresponding Acceptance of Service as Registered Agent for the above-captioned corporation. Also enclosed is this firm's check in the amount of \$35.00, made payable to the Secretary of State, to cover the applicable filing fee.

Please file the original Change of Registered Agent, place your file stamp on the copy, and return the stamped copy to our office in the enclosed, self-addressed, postage-paid envelope.

Thank you for your assistance in this matter.

Respectfully submitted.

Merritt A. Gardner

MAG:gdh Enclosures

Bassett Direct Plus of Florida, Inc. Corporation Service Company

BASSETT DIRECT PLUS OF FLORIDA, INC. CHANGE OF REGISTERED AGENT AND REGISTERED OFFICE

pursuant to Florida Statutes \$ 607.0502, the above named cor- poration horeby requests that the following change in registered agent and registered office be made:

Name of current registered agent:

Corporation Information Services, Inc.

Address of current registered office:

1201 Hays Street Tallahassee, Florida 32301

Name of successor registered agent:

John H. Godwin, III

Address of new registered office:

5112 Adamo Drive Tampa, Florida 33619

In connection with the above changes, the corporation states that:

- (i) The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.
- (ii) These changes were authorized by resolution duly adopted by the Board of Directors of Bassett Direct Plus of Florida, Inc.

DATED this 31 day of July, 1996.

BASSETT DIRECT PLUS OF FLORIDA, INC.

John H. Godwin, III

President

JOHN H. GODWIN, III ACCEPTANCE OF SERVICE AS REGISTERED AGENT

JOHN H. GODWIN, III having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

5112 Adamo Drive Tampa, Florida 33619

The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 3/ day of July , 1996.

JOHN H. GODWIN, III

P96000061016

BASSETT DIRECT PLUS OF FLORIDA, INC.

8112.Adenio Drive Tempe, FL 33619-3294

April 2, 1997

DIVISION OF CORPORATIONS P.O. Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed is our Check #1021 in the amount of \$35.00 and the articles of Dissolution for Bassett Direct Plus of Florida, Inc.

If you should have any questions, please contact me at 813-247-4721.

Very truly yours.

John H. Godwin, III

Enclosures
JHG/cmb

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ARTICLES OF DISSOLUTION

Pursuant to section 607, 1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: BASSETT DIRECT PLUS OF FLORIDA, INC.	
SECOND:	The date dissolution was authorized: March 28, 1997	
THIRD:	Adoption of Dissolution (CHECK ONE)	
	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.	
Disse	olution was approved by vote of the shareholders through voting groups.	
	he following statement must be separately provided for each voting group ntitled to vote separately on the plan to dissolve:	
The	number of votes cast for dissolution was sufficient for approval by	֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓֓
	(voting group)	Ċ
Signe Signature	d this 28th day of March 19 97 Sm =	
orkunine -	(By the Chairman or Vice Chairman of the Board, President, or other officer)	
	John H. Godwin, III	
	(Typed or printed name) President	

P96000061016

BASSETT DIRECT FLUS OF FLORIDA, INC.

5112 Ademo Drive Tempe, FL 33519-3294

April 2, 1997

DIVISION OF CORPORATIONS P.O. Box 6327 Tallahassee, FL 32314

Dear Sir or Madam:

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Very truly yours,

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Enclosures JHG/cmb

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SECRETARY OF STATE
ALLAHASSEE, FLORIDA

51 Dist

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: BASSETT DIRECT PLUS OF FLORE	(DA, INC	4.
SECOND:	The date dissolution was authorized: March 28, 1997		
THIRD:	Adoption of Dissolution (CHECK ONE)		
	olution was approved by the shareholders. The number of votes cast for di sufficient for approval.	ssolution	
Diss	olution was approved by vote of the shareholders through voting groups.		
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The	number of votes cast for dissolution was sufficient for approval by	TARY OF	111
	(voting group)	;	s S
Signe	d this 28th day of March , 19 97		- -
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)		
	, , , , , , , , , , , , , , , , , , , ,		
	John H. Godwin, III		
	(Typed or printed name)		
	President		
	(Title)		